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networks

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ACCOUNT NO. : 072100000032

REFERENCE : 603613 90699A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : May 23, 1995

ORDER TIME : 11:06 AM

ORDER NO. : 603613

CUSTOMER NO: 90699A

CUSTOMER: Lawrence G. Walters, Esq  
DORAN ANDERSON WALTERS ROST &  
SELTNER  
P. O. Box 15110

Daytona Beach, FL 32115

DOMESTIC FILING

NAME: WEST COAST MULTI-MEDIA, INC.

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAY 23 1995

00000001-15853050  
-05/23/95--01084--0001  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
MAY 23 11:11:47  
DIVISION OF CORPORATION

FILED  
95 MAY 23 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WEST COAST MULTI-MEDIA, INC.**

FILED  
95 MAY 23 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be West Coast Multi-Media, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 Common shares of stock at a par value of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have

the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

**"These Shares Are Hold Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."**

#### **ARTICLE VII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be: 4132 S. 50th Street, Tampa, Florida.

The name of the individual who shall serve as this corporation's initial registered agent at the following address is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

#### **ARTICLE IX. INCORPORATOR**

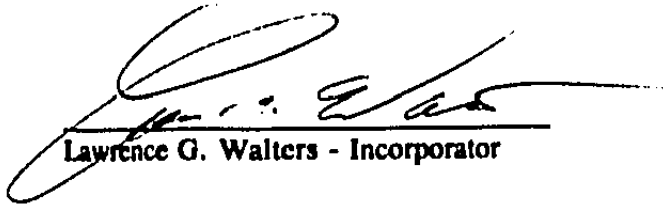
The name and address of the individual who shall serve as this corporation's incorporator is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

#### **ARTICLE X. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

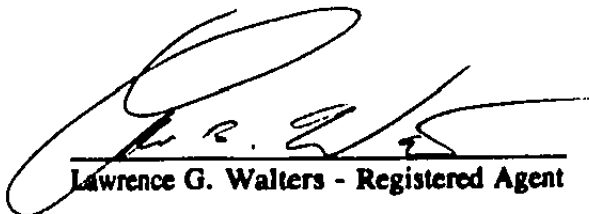
**ARTICLES XI. MAILING ADDRESS**

The mailing address of the Corporation is Post Office Box 15110, Daytona Beach, Florida 32115.



Lawrence G. Walters - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of West Coast Multi-Media, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for West Coast Multi-Media, Inc.



Lawrence G. Walters - Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On May 22, 1995, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of West Coast Multi-Media, Inc.

Sharon L. Woodfin  
Notary Public



SHARON L. WOODFIN  
MY COMMISSION # CC 124284 EXPIRES  
July 8, 1995  
BONDED THRU TROY FARM INSURANCE, INC.

P95000040673

WEST COAST MULTI-MEDIA, INC.  
316 OLIVE STREET  
S. DAYTONA, FL 32119

May 27, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Dissolution  
West Coast Multi-Media, Inc.

900002220239--5  
-06/23/97--01132--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To Whom It May Concern:

This letter is in regard to the Dissolution of West Coast Multi-Media, Inc.

Enclosed is the Notarized Article of Dissolution and the check in the amount of \$87.50 for the original and Certified Copy to be returned to the above address.

Sincerely,

  
Ken Strickland

CM FL Diss  
P95000040673  
388  
# Auth Copy  
6-23-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

57 JUN 23 PM 2:28

APPROVED  
AND  
FILED

Articles of Dissolution  
(FS Section 607.257, 607)

1. The name of the corporation is: West Coast Multi-Media, Inc.
2. The name and respective address of its officers is:

Ken Strickland: 315 Olive Street S. Daytona, FL 32119

3. The Corporation had no other directors.
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. No property remained for distribution to the shareholders after applying it to the liabilities and obligations to the corporation.
6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against the corporation in any pending action).
7. An executed copy of the written consent to dissolve is attached. Such written consent has been signed by the shareholders of the corporation.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholder of the corporation on the 31st day of December, 1996.

  
Ken Strickland

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, personally appeared Ken Strickland who is the sole officer of West Coast Multi-Media, Inc. and who is personally known to me or who has presented a Florida Driver's License as identification, and who has/has not taken an oath, and acknowledged before me that he executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on 12<sup>th</sup> day of April, 1997.



LAWRENCE G. WALTERS  
My Commission CC448632  
Expires Mar. 18, 1999  
Bonded by NFNU  
800-224-6388

  
Notary Public

Lawrence G. Walters  
Typed or printed name of Notary

My Commission Expires: \_\_\_\_\_



**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN  
LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND  
BOARD OF DIRECTORS PURSUANT TO SECTIONS 607.394 AND  
607.134 OF THE FLORIDA GENERAL CORPORATION ACT**

**At a Meeting to Liquidate and Dissolve**

The undersigned, being all the Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:


**RESOLVED**, that the corporation be liquidated in accordance with the provisions of the Internal Revenue Code of 1954, as amended, and further

**RESOLVED**, in accordance with such plan of liquidation, the officer, directors and accountant for the corporation be and they hereby are authorized and directed to:

1. file appropriate forms within 90 days hereof with the District Director for Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent,
2. transfer all of the assets of the corporation to the stockholders of the corporation,
3. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. file a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida,
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

**FURTHER RESOLVED**, that all actions taken on behalf of this corporation by the officer in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and same are hereby ratified and confirmed in all respects.

**DATED: December 31, 1996**

  
\_\_\_\_\_  
Officer

\_\_\_\_\_  
Shareholder